
ARTEMIS RESOURCES LIMITED
ACN 107 051 749
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 4:00pm (WST)
DATE: 25 November 2024
PLACE: Level 4 130 Stirling Street,
PERTH WA 6000

The business of the Meeting affects your shareholding, and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 23 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS ELIZABETH HENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.5 and for all other purposes, Ms Elizabeth Henson, who was appointed a Director during the year, being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GEORGE VENTOURAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr George Ventouras, who was appointed a Director during the year, being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Guy Robertson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – RATIFICATION OF BROKER OPTIONS – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – RATIFICATION OF BROKER OPTIONS – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 7 - APPROVAL TO ISSUE SHARES TO A DIRECTOR

To consider, and if thought fit, to pass the following as an ordinary resolution:

“That, under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 a director, George Ventouras, on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 8 - GRANT OF OPTIONS TO A RELATED PARTY - MR GUY ROBERTSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution, as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act 2001, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options to Mr Guy Robertson (or his nominee) on the terms and conditions set out in the Explanatory Statement”.

10. RESOLUTION 9 – GRANT OF OPTIONS TO A RELATED PARTY – MR GEORGE VENTOURAS

To consider and, if thought fit, to pass, with or without amendment, the following resolution, as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act 2001, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options to Mr George Ventouras (or his nominee) on the terms and conditions set out in the Explanatory Statement”.

11. RESOLUTION 10 – GRANT OF OPTIONS TO A RELATED PARTY – MS VIVIENNE POWE

To consider and, if thought fit, to pass, with or without amendment, the following resolution, as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act 2001, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Options to Ms Vivienne Powe (or her nominee) on the terms and conditions set out in the Explanatory Statement”.

12. RESOLUTION 11 – GRANT OF OPTIONS TO A RELATED PARTY – MS ELIZABETH HENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution, as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act 2001, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Options to Ms Elizabeth Henson (or her nominee) on the terms and conditions set out in the Explanatory Statement”.

13. RESOLUTION 12 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 7 Approval to issue shares to a Director, and Resolutions 8 to 11 Approval to issue options to directors</p>	<p>Voting Prohibition:</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:</p> <ul style="list-style-type: none"> • the proxy is either a member of the KMP or a Closely Related Party of such member; and • the appointment does not specify the way the proxy is to vote on this resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair; and • the appointment expressly authorizes the Chair to exercise the proxy even though this resolution is connected directly or indirectly with remuneration of a member of the KMP.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 5 – Ratification of Broker Options – Listing Rule 7.1	CPS Capital Pty Ltd (Brokers) who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 6 – Ratification of Broker Options – Listing Rule 7.1	CPS Capital Pty Limited, who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 7 – Approval to issue shares to a Director	<p>The Company will disregard any votes cast in favour of Resolution 7 by Mr George Ventouras, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form;(b) the Chair, as a proxy for a Shareholder entitled to vote on the Resolution, in accordance with a direction on the proxy form to vote as the Chair decides;(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:<ul style="list-style-type: none">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and <p>the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolutions 8 to 11 Approval to issue options to directors	<p>The Company will disregard any votes cast in favour of Resolutions 8 to 11 by the Directors, and any other person who will obtain a material benefit as a result of the issue of the securities, or any of their associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form;(b) the Chair, as a proxy for a Shareholder entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides;(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:<ul style="list-style-type: none">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 8 to 11; and <p>the holder votes on Resolutions 8 to 11 in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolution 12 – Approval of 7.1A Mandate	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolutions 5, 6 and 12 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

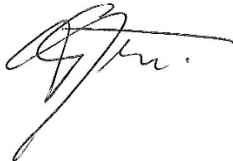
- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 407 983 270.

Approved by a resolution of the Board.



Guy Robertson
Company Secretary
25 October 2024

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.artemisresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – MS ELIZABETH HENSON AND MR GEORGE VENTOURAS

3.1 General

Listing Rule 14.4 provides that a director appointed to the Board during the year holds office until the next Annual General Meeting.

Ms Henson was appointed a Director on 22 April 2024.

Mr Ventouras was appointed a Director on 31 October 2024.

A summary of qualifications and experience is outlined below;

3.2 Qualifications and other material directorships

(a) Ms Elizabeth Henson

Ms Henson is an international lawyer with over 35 years of global experience in corporate governance, business and professional services. Ms Henson was a Senior Partner at PwC based in London between 2007 and 2019, and prior to that, was a commercial partner in an accountancy firm focused on international business.

Whilst at PwC, Ms Henson founded and led the UK Firm's International Entrepreneurs business and has worked with PwC's capital markets team on numerous LSE and AIM transactions.

Ms Henson is currently a Non-Executive Director of Alien Metals Ltd (since 4/8/2023) (LSE:UFO) Future Metals Plc (since 21/10/2021) (ASX: FME, LSE: FME) and AIM listed Alba Mineral Resources Plc (since 3/12/2020) (LSE: ALBA).

(b) Mr George Ventouras

Mr Ventouras has over 15 years' experience in the resources sector and over 30 years' experience in business development, corporate restructuring and marketing. He has managed multiple businesses in various industries and has served as a Non-Executive Director on various ASX listed company boards and leading IPO teams. George is currently a Non-Executive Director of Errawarra Resources Ltd (since 18/12/2022) (ASX:ERW). Previously, he was joint-founder, non-executive director and General Manager of Apollo Consolidated Ltd, an ASX listed exploration company which was the subject of a successful \$180 million takeover. Mr Ventouras is currently a director of Errawarra Resources Ltd (ASX:ERW).

3.3 Independence

If re-elected the Board considers Ms Henson will be an independent Director.

If re-elected the Board does not consider Mr Ventouras will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Ms Henson will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Ms Henson will not join the Board as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

If Resolution 3 is passed, Mr Ventouras will be re-elected to the Board as an executive Director.

In the event that Resolution 3 is not passed, Mr Ventouras will not join the Board as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Board has reviewed Ms Henson and Mr Ventouras performance since their appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Ms Henson and Mr Ventouras and recommends that Shareholders vote in favour of Resolution 2 and 3.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

4.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Robertson, who has served as a Director since 17 January 2022 and was last re-elected on 22 November 2022, retires by rotation and seeks re-election.

Qualifications and other material directorships

Mr Guy Robertson

Mr Robertson has over 30 years' experience as a Director, CFO and Company Secretary of both public (ASX-listed) and private companies in both Australia and Hong Kong. He has had significant experience in due diligence, acquisitions, IPOs and corporate management. Mr Robertson has a Bachelor of Commerce (Hons) and is a Chartered Accountant. He is a director of Hastings Technology Metals Ltd (since 23/8/2019)(ASX:HAS), Metal Bank Limited (since 17/9/2012)(ASX:MBK), GreenTech Metals Limited (1/9/2021) (ASX:GRE) and Alien Metals Limited (since 26 April 2023) (AIM:UFO).

4.2 Independence

If re-elected the Board does not consider Mr Robertson will be an independent Director, as he also fills the role of Chief Executive Officer and Company Secretary.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Robertson will be re-elected to the Board as a non-independent Executive Director.

In the event that Resolution 4 is not passed, Mr Robertson will not join the Board as a non-independent Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

Board recommendation

The Board has reviewed Mr Robertson's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Robertson and recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – RATIFICATION OF OPTIONS ISSUED TO BROKERS

5.1 General

The Company issued 11,000,000 Options to brokers for broker and adviser services in relation to the capital raise announced on 8 November 2023. The options were issued in accordance with the broker mandate.

The issue of the Options did not breach Listing Rule 7.1 at the time of the issue.

5.2 Listing Rules 7.1

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Options.

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Options.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Options.

5.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Broker Options.

If Resolution 5 is not passed, the Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Broker Options.

5.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Options were issued to CPS Capital – 11,000,000;
- (b) 11,000,000 Options were issued and the Options were subsequently listed ASX: ARVOC on 8 April 2024;
- (c) The Options are listed options (ASX:ARVOC) exercisable at a price of \$0.025 and have an expiry date of 9 March 2026, see Schedule 2;
- (d) the Options were issued on 11 December 2023;
- (e) the Options were issued at an issue price of \$0.00001, in consideration for lead manager and advisory services provided by the company named above. The Company has not and will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options was to satisfy the Company's obligations under the Broker Mandate; and
- (g) the Options were issued to the parties outlined above under a mandate which contains terms which are standard for capital raising support services, and which are outlined in Schedule 3.

5.6 A voting exclusion statement is provided for this resolution.

6. RESOLUTION 6 – RATIFICATION OF OPTIONS ISSUED TO BROKERS AND ADVISER

6.1 General

The Company issued 35 million Listed Options (Options)(ASX: ARVOC) on 30 September 2024 to brokers and advisers for marketing and capital raising support for the next twelve months.

The issue of the Options did not breach Listing Rule 7.1 at the time of the issue.

6.2 Listing Rules 7.1

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Options to brokers and advisers does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Options.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Options.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Options to brokers and advisers.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Options will be excluded in calculating the Company's 15% limit in Listing Rules 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Options.

If Resolution 6 is not passed, the Options will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Options.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

6.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Options were issued to CPS Capital Pty Limited – 35,000,000
- (b) 35,000,000 Options were issued and the Options are listed ASX: ARVOC;
- (c) the options are listed options (ASX:ARVOC) exercisable at \$0.025 with an expiry date of 9 March 2026, see Schedule 2;

- (d) the Options were issued on 30 September 2024;
 - (e) the Options were issued at a issue price of \$0.00001, in consideration for lead manager services provided by CPS Capital. The Company has not and will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
 - (f) the purpose of the issue of the Options was to satisfy the Company's obligations under the Broker Mandate; and
 - (g) the Options were issued to the parties outlined above under the Broker Mandate, the terms of which are standard for capital raising services provided by these companies, and outlined in Schedule 4
- 6.6 A voting exclusion applies to this resolution.

7. RESOLUTION 7 - APPROVAL TO ISSUE SHARES TO A DIRECTOR

7.1 General

The Company proposes to issue 1,500,000 shares to a director, George Ventouras.

The Board (with Mr Ventouras abstaining) has determined that given Mr Ventouras' contribution in FY2024 a bonus award of 1,500,000 shares is appropriate.

7.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 201 to 216 of the Corporations Act.

The directors (other than Mr Ventouras) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the agreement to issue the Shares, is considered reasonable remuneration in the circumstances and was considered on an arm's length basis.

7.3 Listing Rule 10.11

Unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue Equity Securities to a related party (Listing Rule 10.11.1) or any associate of that person unless it obtains approval of its Shareholders.

As the issue of Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rules 10.12, the Company requires the approval of Shareholders.

Resolution 7 seeks the required Shareholder approval for the award of Shares under and for the purposes of Rule 10.11. If passed, the Company will be able to proceed with the issue of the Shares to the Director. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares to Director (because approval is being obtained under Listing Rule 10.11), the Director Placement Shares will not use up any of the Company's 15% annual placement capacity.

7.4 Technical Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 7:

(a) **The names of the person to whom securities will be issued**

George Ventouras (or his nominee) – 1,500,000 Shares;

(b) **Which category in rules 10.11.1 – 10.11.5 the person falls under and why**

The person falls under Listing Rule 10.11.1 by virtue of being a director of the Company.

(c) **The number and class of securities to be issued to the person**

Refer above.

(d) **Terms of securities proposed to be issued**

The Shares are fully paid ordinary Shares, issued on the same terms and conditions as the Company's existing Shares.

(e) **The date or dates on which the Company will issue the securities to the persons**

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

(f) **If the issue is intended to remunerate or incentivise the Directors**

The Shares to be issued are intended to remunerate the director commensurate with his contribution. The Company will not receive and consideration for the shares.

(g) **If the securities are issued under an agreement**

The Shares are not being issued under an agreement.

(h) **The Directors current remuneration (and that for the prior year) is \$200,000 per annum. The Director has received no other incentives as part of remuneration, other than that proposed under Resolution 9 in this Notice of Meeting.**

(i) **Voting exclusion statement**

A Voting exclusion statement is included for Resolution 7 in the Notice of Meeting.

7.5 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Shares will be issued to George Ventouras

If Resolution 7 is not passed, the Shares will not be issued to George Ventouras and the Board will consider a cash bonus as alternative remuneration.

8. RESOLUTIONS 8 TO 11 – GRANT OF OPTIONS TO RELATED PARTIES MR GUY ROBERTSON, MR GEORGE VENTOURAS, MS VIVIENNE POWE, AND MS ELIZABETH HENSON

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 15,000,000 Options (**Related Party Options**) to directors (or their nominees) (**Related Parties**) on the terms and conditions set out below, and otherwise as set out in the Schedule attached.

The purpose of granting the Related Party Options is to remunerate the Directors with Options, conserving cash reserves whilst also aligning the Director's interest with Shareholders.

The Options to be granted are 5,000,000 each to the Executive Directors, Guy Robertson and George Ventouras and 2,500,000 each to the Non-Executive Directors

8.2 Regulatory requirements

Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- a) the giving of the financial benefit falls within one of the exceptions set out in sections 210 to 216 of the Corporations Act; or
- b) prior shareholder approval is obtained to the giving of the financial benefit.

Shareholder approval is sought for the issue to the Director.

8.3 ASX Listing Rules

The proposed issue of securities to a director or their nominee requires Shareholder approval under Listing Rule 10.11. Resolutions 8, 9,10 and 11 seek Shareholder approval under Listing Rule 10.11 for the issue of securities to the director or an entity controlled by the director as part of his remuneration.

If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the securities to the above related party means that this issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

The resolutions 8 to 11 are interdependent. If any one resolution does not pass, all will not pass.

As required by Listing Rule 14.1A:

If Resolutions 8,9,10 and 11 are passed, then the Company will be able to proceed with the issue of the Related Party Options to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson (or their nominee/s).

If Resolutions 8,9,10 and 11 are not passed, then the Company will not be able to proceed with the issue of the Related Party Options to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson (or their nominee/s).

8.4 Information required by Chapter 2E of the Corporations Act

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of the Resolutions:

- (a) The related parties to whom Resolutions 8 to 11 would permit the benefit to be given is Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson, directors of the Company.
- (b) The nature of the financial benefit:
Mr Robertson - 5,000,000 unlisted options;
Mr Ventouras - 5,000,000 unlisted options;
Ms Powe - 2,500,000 unlisted options; and
Ms Henson - 2,500,000 unlisted options.
- (c) The options are exercisable on terms set out in Schedule 1 attached.
- (d) Reasons for giving the benefit: The reason for giving the benefit is set out in section 8.1 above.
- (e) The existing relevant interest of the Related Parties in securities of the Company is set out below:

	Ordinary shares	Options ARVOC 2.5 cents 9/3/2026	Options 5 cents 31/7/2025
Guy Robertson	4,000,002	-	3,000,000
George Ventouras	-	5,166,667	-
Vivienne Powe	1,000,000	-	2,000,000
Elizabeth Henson	-	-	2,000,000

(f) Total remuneration package

Related Party	Current Financial Year (30 June 2025)	Previous Financial year (30 June 2024)
	(\$)	(\$)
Guy Robertson	120,000	120,000
George Ventouras	200,000	200,000
Vivienne Powe	70,000	62,950
Elizabeth Henson	70,000	17,250

(g) Dilution

The Company's issued share capital will not change as a result of the issue of the Related Party Options to the Related Parties.

If the Related Party Options granted to the Related Parties are exercised, a total of 15,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,916,882,426 to 1,931,882,426 (assuming no other Shares are issued) with the effect that the shareholding of existing Shares would be diluted by an aggregate of approximately 0.78%.

(h) Valuation of the financial benefit to be given

The Related Party Options have a deemed value of \$0.0064 per Option (value being measured using the Black & Scholes option pricing model by independent valuers 22Corporate Advisory Pty Ltd). Accordingly, the total deemed value of the Related Party Options to be issued to the Related Parties is as follows:

Guy Robertson: \$39,500
George Ventouras: \$39,500
Vivienne Powe \$19,750
Elizabeth Henson \$19,750

Assumptions	Options
Valuation date	17/10/2024
Market price of Shares	\$0.0135
Exercise price	\$0.02
Expiry date (length of time from issue)	3.0 years
Risk free interest rate	3.819%

Volatility (discount)	105%
Indicative option value (rounded)	0.0079
Total number of the Options	15,000,000
Total option value of the Options	\$118,500

(i) Other Information

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass resolutions 8,9,10 and 11.

8.5 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue, or agree to issue, equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holding in the entity and who has nominated a director to the board pursuant to a relevant agreement which gives them the right or expectation to do so;
- (d) an associate of a person referred to in paragraphs (a), (b), or (c) above; or
- (e) a person whose relationship with the entity or a person referred to in any of paragraphs (a) to (d) above is such that, in ASX's opinion the issue or agreement should be approved by securityholders,

unless it obtains the approval of its ordinary security holders.

As the issue of Related Party Options to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson (or their nominee/s) constitutes the issue of equity securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

The Company therefore seeks the required Shareholder approval for the issue of the Related Party Options to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson (or their nominee/s), under and for the purposes of Listing Rule 10.11.

In the event that any one of Resolutions 8,9, 10 and 11 are not passed the Company will not issue the Related Party Options to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson.

8.6 Information required by Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Directors fall within Listing Rule 10.11.1 being related parties;
- (b) the Related Party Options will be issued to Mr Robertson, Mr Ventouras, Ms Powe and Ms Henson being Directors of the Company, or their nominees;
- (c) a maximum of 15,000,000 Related Party Options will be issued.
- (d) Options are exercisable at 2 cents within 3 years from date of issue and otherwise on terms are set out in Schedule 1.
- (e) The Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (f) The Related Party Options will be granted for nil cash consideration and for the purpose of remunerating and incentivising the recipient. Accordingly, no funds will be raised.
- (g) Details of the recipient's current total remuneration package is set out above.
- (h) There are no other material terms in relation to the proposed issue.
- (i) A voting exclusion statement is included in the Notice.

8.7 Director's Recommendations

The Directors decline to make a recommendation on Resolutions 8,9,10 and 11 as they have an interest in the outcome.

9. RESOLUTION 12 – APPROVAL OF 7.1A MANDATE

9.1 General

As summarised in Section 6.2 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$24.9 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 7 October 2024).

Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 12 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 12 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

9.2 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 12:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

In the event the Company did raise funds using Listing Rule 7.1A capacity the use funds raised from issues of Equity Securities under the 7.1A Mandate would be for:

- (i) further exploration on the greater Carlow Castle project;
- (ii) activities associated with its current business; and
- (iii) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 12 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 7 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0065	\$0.0130	\$0.0260
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	1,916,882,426	191,688,243	\$1,245,974	\$2,491,947	\$4,983,894
50% increase	2,875,323,639	287,532,364	\$1,868,960	\$3,737,921	\$7,475,841
100% increase	3,833,764,852	383,376,485	\$2,491,947	\$4,983,894	\$9,967,789

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,916,882,426 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 7 October 2024 being \$0.013).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and

- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 29 November 2023, the Company issued 56,388,889 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 9% of the total diluted number of Equity Securities on issue in the Company on 29 November 2023, which was 1,624,350,596.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue: 6 December 2023 Date of Appendix 2A: 6 December 2023
Recipients	Professional and sophisticated investors as part of a placement announced on 8 November 2023. The placement participants were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under Guidance Note 21.
Number and Class of Equity Securities Issued	2,388,889 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.018 per Share (at a discount 20.35% to Market Price).
Total Cash Consideration and Use of Funds	Amount raised: \$43,000 Amount spent: \$43,000 Use of funds: Extra working capital and exploration on the following projects: (a) Lithium exploration on Artemis 100% owned ground (b) Carlow Project; and (c) Other gold and copper exploration targets, including interests in additional tenements in the Pilbara held by the Company which are currently being reviewed for gold and copper exploration potential. Amount remaining: \$Nil Proposed use of remaining funds³: N/A

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: ARV (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

9.3 Voting Exclusion Statement

A voting exclusion statement is included in Resolution 12 of this Notice.

9.4 Directors Recommendation

The Directors recommend that shareholders approve resolution 12 as this would provide additional capacity in the event the Company required further funds for exploration.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 10.1.

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 5.1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Artemis Resources Limited (ACN 107 051 749).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

CPS Capital means CPS Capital Group Pty Ltd (ACN 088 055 636).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or

if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 5.2.

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in 5.1.

Placement Options has the meaning given in 5.1.

Placement Participants has the meaning given in 5.1.

Placement Shares has the meaning given in 5.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Vacating Directors means the Directors who were directors of the Company when the resolution to make the directors' report considered at the last annual general meeting of the Company was passed, other than the Managing Director at that time.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) three years from date of issue. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

12. Transferability

The Options are not transferable.

13. Application for listing

The Options will not be listed and the Company will not make application to the ASX for listing.

SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) 9 March 2026. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

12. Transferability

The Options are not transferable.

13. Application for listing

The Options are listed with ASX Code ARVOC.

SCHEDULE 3

CPS Securities Py Ltd

- a) Date of mandate 1 November 2023
- b) Lead manager, broker and corporate advisor
- c) Assist the Company with marketing and promotional programs.
- d) Fees: Management fee 2%, placing fee 4%
- e) 35,000,000 options ARVOC
- f) Six month corporate advisory fee \$6,000 per month
- g) Other standard terms and conditions for mandates of this nature.

SCHEDULE 4

CPS Securities Py Ltd

- a) Date of mandate 24 April 2024
- b) Lead manager, broker and corporate advisor
- c) Assist the Company with marketing and promotional programs.
- d) Fees: Management fee 2%, placing fee 4%
- e) 11,000,000 ARVOC
- f) Twelve month corporate advisory fee \$6,000 per month
- g) Other standard terms and conditions for mandates of this nature.



Artemis Resources Limited | ABN 80 107 051 749

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **04.00pm (AWST) on Saturday, 23 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

